

Disney Enterprises Inc./ The Walt Disney Co.	KABC-TV	Los Angeles, CA
	KFSN-TV	Fresno, CA
	KGO-TV	San Francisco, CA
	WLS-TV	Chicago, IL
	WJRT-TV	Flint-Saginaw-Bay City, MI
	WABC-TV	New York, NY
	WTVD	Durham-Raleigh-Fayetteville, NC
	WTVG	Toledo, OH
Hearst-Argyle Television Inc.	KHBS	Fort Smith, AK
	KHOG-TV	Fayetteville-Springdale, AK
	KCRA-TV	Sacramento, CA
	KQCA	Stockton-Sacramento, CA
	WESH	Daytona Beach-Orlando, FL
	KHVO	Hilo, Hawaii
	KITV	Honolulu, Hawaii
	KMAU	Wailuku, Hawaii
	KCCI	Des Moines, IA
	WLKY-TV	Louisville, KY
	WCVB-TV	Boston, MA
	WAPT	Jackson, Mississippi
	KMBC-TV	Kansas City, MO
	KETV	Omaha, NE
	WMUR-TV	Manchester, NH
	KOFT	Farmington, NM
	KOVT	Silver City, NM
	WPTZ	Plattsburgh, NY
	WXII	Greensboro-High Point & Winston-Salem, NC
	WLWT	Cincinnati, OH
	KOCO-TV	Oklahoma City, OK
	WGAL	Lancaster, PA
	WTAE-TV	Pittsburgh, PA
	WYFF	Greenville, SC-Spartanburg & Asheville, NC
	WBOY-TV	Clarksburg-Fairmont, WV
	WISN-TV	Milwaukee, WI
Cox Enterprises Inc.	KICU-TV	San Jose, CA
	KTVV	Oakland-San Francisco, CA
	WFTV	Orlando-Caytona Beach-Melbourne, FL
	WRDQ	Orlando, FL
	WSB-TV	Atlanta, GA
	KRXI	Reno, NV
	WAXN	Kannapolis, NC
	WSOC-TV	Charlotte, NC
	WHIO-TV	Dayton-Springfield, OH
	WTOV-TV	Steubenville-Wheeling, West Virginia, OH
	WJAC-TV	Johnstown, PA
	WPXI	Pittsburgh, PA
	KFOX-TV	El Paso, TX

Total Stations = 104
Total Markets = 50
Total Households = 65 million

Fox Television Stations Inc.	KIRO-TV	Seattle, WA
	WBRC	Birmingham, Alabama
	KSAZ-TV	Phoenix, AZ
	KUTP	Phoenix, AZ
	KBHK-TV	San Francisco, CA
	KCOP	Los Angeles, CA
	KTTV	Los Angeles, CA
	KDVR	Denver, CO
	KFCT	Fort Collins, CO
	WTTG	Washington DC
	WRBW	Orlando, FL
	WTVT	Tampa-St. Petersburg, FL
	WAGA	Atlanta, GA
	WFLD	Chicago, IL
	APP	Paintsville, KY
	WUTB	Baltimore, Maryland
	WFXT	Boston, MA
	WJBK	Detroit, MI
	KFTC	Bemidji, MN
	KMSP-TV	Minneapolis-St. Paul, MN
	WFTC	Minneapolis-St. Paul, MN
	APP	Jackson, Mississippi
	KTVI	St. Louis, MO
	WDAF-TV	Kansas City, MO
	WNYW	New York, NY
	WWOR-TV	New York, NY-Secaucus, New Jersey
	WGHP	Greensboro-High Point & Winston-Salem, NC
	WJW	Cleveland, OH
	KPTV	Portland, OR
	WTFX-TV	Philadelphia, PA
	WHBQ-TV	Memphis, TN
	KDFI	Dallas-Fort Worth, TX
	KDFW	Dallas-Fort Worth, TX
	KRIV	Houston, TX
	KTBC	Austin, TX
	KSTU	Salt Lake City, UT
	APP	Richmond, VA
	WITI	Milwaukee, WI
Gannett Broadcasting Group - Gannett Co.	KMOH-TV	Kingman, AZ
	KNAZ-TV	Flagstaff, AZ
	KPNX	Phoenix-Mesa, AZ
	KTHV	Little Rock, AK
	KXTV	Sacramento-Stockton, CA
	KUSA-TV	Denver, CO
	WUSA	Washington DC
	WJXX	Orange Park, FL
	WTLV	Jacksonville, FL
	WTSP	St. Petersburg-Tampa, FL
	WMAZ-TV	Macon, GA
	WXIA-TV	Atlanta, GA
	WCSH	Portland, Maine
	WLBZ	Bangor, Maine
	WZZM-TV	Grand Rapids, MI
	KARE	Minneapolis-St. Paul, MN
	KSDK	St. Louis, MO
	WGRZ-TV	Buffalo, NY
	WFMY-TV	Greensboro-High Point & Winston-Salem, NC
	WKYC-TV	Cleveland, OH
	WLTX	Columbia, SC
	WBIR-TV	Knoxville, TN

EXHIBIT D

**EXAMPLES OF RETRANSMISSION CONSENT ABUSE
REPORTED BY ACA MEMBERS
November 1, 2002 – January 31, 2003**

Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
The Walt Disney Company	WPVI-TV ABC	Philadelphia, PA	2 Options: Must launch SoapNet, Toon Disney, and Disney Channel to carry ABC OR Pay \$0.70/subscriber/month to carry ABC
	WTVG ABC	Toledo, OH	Must launch SoapNet and Disney Channel for 5 years to carry ABC
	KTRK-TV ABC	Houston, TX	2 Options: Must launch Disney Channel and pay \$0.85/subscriber/month OR Pay \$0.70/subscriber/month to carry ABC
	KGO-TV ABC	San Francisco, CA	2 Options: Must modify and extend term for carriage of Disney Channel, Toon Disney, and SoapNet services to 2008 to carry ABC or launch Disney Channel and Toon Disney to carry ABC OR Pay \$0.70/subscriber/month to carry ABC

Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
Fox Television Stations, Inc.	WFTC-TV Fox	Minneapolis-St. Paul, MN	Must launch Fox Sports North at \$2.04/subscriber/month and National Geographic at \$0.16/subscriber/month to carry Fox and UPN or pay \$0.65/subscriber/month to carry Fox and \$0.30/subscriber/month to carry UPN
	KMSP-TV UPN		
	WTFX-TV Fox	Philadelphia, PA	Must launch Fox Sports Pittsburgh on non-Philadelphia market cable system, National Geographic, and Speed Channel to carry Fox and UPN
	WWOR UPN	New York-Secaucus, NJ	
	WAGA Fox	Atlanta, GA	Must launch National Geographic to carry Fox
	WAGA Fox	Atlanta, GA	Must launch Fox Sports Net to carry Fox
	WAGA Fox	Atlanta, GA	Must launch Fox Sports Digital Atlantic, Fox Sports Digital Central, and Fox Sports Digital Pacific to carry Fox
	WFXT Fox	Boston, MA	Must launch 3 regional Fox-owned sports channels and Fox Sports World to carry Fox
	WHBQ-TV Fox	Memphis, TN	Must pay \$0.19/subscriber/month for Fox Sports South Net to carry Fox
	WTTG - Fox	Washington, D.C.	Must agree to a 5-year agreement to carry a new, undeveloped Fox-owned cable service

Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
	WFLD Fox	Chicago, IL	Must launch Fox Movie Channel or FX to carry Fox Or pay \$0.65/subscriber/month to carry Fox
	KDVR Fox	Denver, CO	Must launch FX to carry Fox
	KSTU Fox	Salt Lake City, UT	Must launch any other Fox-owned cable service to carry Fox
	WTTG Fox	Washington, D.C.	Must launch a new, undeveloped, Fox-owned cable service to carry Fox
	WOFL Fox (Meredith Corp.)	Orlando, FL	Must launch Sunshine Network, Speedvision or Fox Movie Channel
	WRBW UPN (Fox Television Stations)	Orlando, FL	
	WOGX Fox (Meredith Corp.)	Ocala-Gainesville, FL	

Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
Gannett Group and Affiliated Companies	KNAZ-TV NBC	Flagstaff, AZ	Must pay monthly per subscriber fees as follows: \$0.21 in 2003; \$0.23 in 2004; and \$0.25 in 2005 to carry NBC
	KPNX NBC	Phoenix-Mesa, AZ	
	WJAC-TV NBC	Johnstown, PA	Must pay \$0.18/subscriber/month to carry NBC
	WXIA-TV NBC	Atlanta, GA	Must pay monthly per subscriber fees as follows: \$0.19 in 2003; \$0.20 in 2004; and \$0.21 in 2005 and carriage of a new, undeveloped cable service to carry NBC
	WMAZ-TV CBS	Macon, GA	Must pay monthly per subscriber fees as follows: \$0.75 in 2003; \$0.85 in 2004; and \$1.00 in 2005 to carry CBS
	KXTV ABC	Sacramento-Stockton, CA	Must pay monthly per subscriber fees as follows: \$0.15 in 2003; \$0.16 in 2004; and \$0.17 in 2005 to carry ABC
	KARE NBC	Minneapolis-St. Paul, MN	Must pay monthly per subscriber fees as follows: \$0.18 in 2003; \$0.19 in 2004; and \$0.20 in 2005 to carry NBC
	WUSA CBS	Washington, D.C.	Must pay monthly per subscriber fees as follows: \$0.30 in 2003, plus \$50.00 administrative fee to carry CBS
	KUSA-TV NBC	Denver, CO	Must pay monthly per subscriber fees as follows: \$0.60 in 2003; \$0.65 in 2004; and \$0.70 in 2005 to carry NBC

Network Owner/ Broadcasting Group	Station/Network	Designated Market Area	Demand for Carriage of Local Station
Hearst-Argyle Television and Affiliated Companies	KOCO-TV ABC	Okalahoma City, OK	Must launch Lifetime if not already carried to carry ABC For operators already carrying Lifetime. must pay monthly per subscriber fees as follows: \$0.60 in 2003; \$0.65 in 2004; arid \$0.70 in 2005 to carry ABC
	WPTZ NBC	Plattsburgh, NY	Must carry Lifetime and Lifetime Movie Network or pay monthly per subscriber fees as follows: \$0 60 in 2003; \$0 . 65n 2004; and \$0 70 in 2005 to carry ABC
	WESH NBC	Daytona Beach-Orlando, FL	must carry Lifetime and Lifetime Movie Network to carry NBC
cox Broadcasting	WTOV-TV NBC	Steubenville, OH Wheeling, WV	Pay monthly per subscriber fees as follows \$0 35 in 2003; \$0 39 in 2004; \$0.43 in 2005; \$0 47 in 2006 ,and \$0 52 in 2007 to carry NBC
	WJAC-TV NBC	Johnstown. PA	Pay monthly per subscriber fees as follows: \$0.35 in 2003; \$0 39 in 2004; \$0 43 in 2005; \$0.47 in 2006; and \$0 52 in 2007 to carry NBC